

October 5, 2016

To,  Asst. Vice President Listing & Compliance <b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra-Kurla Complex Bandra (East) Mumbai 400 051  <b>Scrip Code – OFSS</b>	To,  Asst. General Manager Listing & Compliance <b>BSE Ltd.</b> 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001  <b>Scrip Code – 532466</b>
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**Sub: Regulation 27(2) – Quarterly Compliance Report on Corporate Governance for the quarter ended September 30, 2016**

Dear Sir,

We enclose herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended September 30, 2016.

The above said report will also be uploaded on Company's website.

Thanking you,

Yours sincerely,

**For Oracle Financial Services Software Limited**



**Onkarnath Banerjee**  
**Company Secretary & Compliance Officer**

Encl: a/a

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - Oracle Financial Services Software Limited
2. Quarter ending - 30-Sep-2016

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	Number of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Venkatachalam Sambasiavn	PAN - AAHPS6780Q DIN-00257819	Chairperson/ Non-Executive/ Independent	25/10/2010	From 01/04/2014 until 31/03/2019	1	1	1	
Mr.	Chaitanya Madhukar Kamat	PAN - AAMPK1699P DIN-00969094	Executive	25/10/2010	24/10/2016	1	1	-	
Mr.	Derek Harold Williams	DIN-01266532	Non- Executive	01/05/2007	23/07/2016	1	-	-	
Mr.	Harinderjit Singh	PAN - BSSPS3123D DIN-06628566	Non- Executive	10/07/2013	-	1	-	-	
Ms.	Maria Smith	DIN-07182337	Non- Executive	23/07/2015	-	1	1	-	



Title (Mr./ Ms.)	Name of the Director	PAN <sup>3</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Richard David Jackson	PAN – AXPSJ5202E DIN-06447687	Independent / Non- Executive	12/12/2012	From 01/04/2014 until 31/03/2019	1	-	1
Mr.	Robert Kirby Weiler	DIN-01531399	Non- Executive	04/07/2011	-	1	-	-
Ms.	Samantha Wellington	DIN-02054439	Non- Executive	10/04/2013	-	1	-	-
Mr.	Sridhar Srinivasan	PAN - AHHPS9245F DIN-07240718	Independent / Non- Executive	23/07/2015	From 23/07/2015 until 31/03/2020	1	-	-

<sup>3</sup>PAN number of any director would not be displayed on the website of the Company and Stock Exchanges

\*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.





## II. Composition of Committees

<b>Audit Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Maria Smith	NED	Member
2	S. Venkatachalam	ID,C & NED	Member
3	Richard Jackson	NED, ID	Chairperson

<b>Stakeholders Relationship Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Chaitanya Kamat	ED	Member
2	Mr. Makarand Padalkar	CFO	Member
3	Mr. S. Venkatachalam	ID,C & NED	Chairperson

<b>Risk Management Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ms. Samantha Wellington	NED	Chairperson
2	Mr. Chaitanya Kamat	ED	Member
3	Mr. Makarand Padalkar	CFO	Member
4	Mr. Jayant Joshi	Managing Secretary, Corporate Compliance	Member

<b>Nomination and Remuneration Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Sridhar Srinivasan	NED, ID	Member
2	Harinderjit Singh	NED	Member
3	Richard Jackson	NED, ID	Chairperson



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
11-May-2016	18-Jul-2016	67
	12-Aug-2016	
	07-Sep-2016	

IV. Meeting of Committees					
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)	
Audit Committee	18-Jul-2016	Yes	11-May-2016	67	
Audit Committee	12-Aug-2016	Yes			
Stakeholders Relationship Committee		Yes	11-May-2016		

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		No
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

None.

Name : Mr. Onkarnath Banerjee  
Designation : Company Secretary & Compliance Office



**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.



**Name :**  
**Designation :**

*O. Banerjee*

**Onkarnath Banerjee**  
**Company Secretary**